

Cao Jing
 Form 4
 September 20, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Cao Jing

2. Issuer Name and Ticker or Trading Symbol
 MINDSPEED TECHNOLOGIES, INC [MSPD]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Senior Vice President

(Last) (First) (Middle)
 4000 MACARTHUR BLVD., EAST TOWER
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/17/2010

NEWPORT BEACH, CA 92660

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	09/17/2010		S		1,978 <u>(1)</u>	D	\$ 8.7 3,125 D
Common Stock	09/17/2010		M		416	A	\$ 3.05 3,541 D
Common Stock	09/17/2010		S		416 <u>(1)</u>	D	\$ 8.7 3,125 D
Common Stock	09/17/2010		M		417	A	\$ 3.05 3,542 D
Common Stock	09/17/2010		S		417 <u>(1)</u>	D	\$ 8.7 3,125 D

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Common Stock	09/17/2010	M	2,500	A	\$ 2.12	5,625	D	
Common Stock	09/17/2010	S	<u>2,500</u> (1)	D	\$ 7.9	3,125	D	
Common Stock						2,229	I	By Savings Plan - MSPD (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 3.05	09/17/2010		M	416	04/07/2009 04/07/2016	Common Stock	416
Stock Option (Right to Buy)	\$ 3.05	09/17/2010		M	417	04/07/2009 04/07/2016	Common Stock	417
Stock Option (Right to Buy)	\$ 2.12	09/17/2010		M	2,500	04/30/2010 04/30/2017	Common Stock	2,500

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

Cao Jing
4000 MACARTHUR BLVD., EAST TOWER
NEWPORT BEACH, CA 92660

Senior Vice President

Signatures

/s/ Brandi R. Steege,
Attorney-in-fact

09/18/2010

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares were sold pursuant to a 10b5-1 trading plan.

Shares represented by Company stock fund units under the Mindspeed Technologies, Inc. Savings Plan which were acquired on a

- (2) periodic basis pursuant to the Plan, based on the latest information furnished by the Plan Administrator. The shares represented by Company stock fund units under the Plan are held in the employee benefit plan trust established thereunder.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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